



J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

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**Report of Scrutinizer
(Based on E-voting)**

(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014)

To,
The Chairman
of Extra Ordinary General Meeting of Members of
20 Microns Limited
347, GIDC Industrial Estate,
Waghodia – 391760, Dist. Vadodara

Dear Sir,

I, J. J. Gandhi Proprietor of J J Gandhi & Co. Practising Company Secretaries of Vadodara have been appointed as Scrutinizer vide letter dated 18.11.2014 in terms of clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (herein after referred to as Rules) for scrutinizing the e-voting process on the resolutions contained in the Notice dated 12th Nov., 2014 (herein after referred to as "Resolutions") of the Extra Ordinary General Meeting (EOGM) of the Members of the Company to be held on 12th Dec., 2014 at 3.00 PM at the Registered office of the Company at the conference Room, at 347, GIDC Industrial Estate, Waghodia – 391760, Dist. Vadodara.

1. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means on the Resolutions contained in the Notice of the EOGM of the members of the Company. My responsibility as a scrutinizer for e-voting process is restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities.

2. I submit my report as under;

A. As per requirement of Rule 20(v), Public Advertisement with respect to dispatch of EOGM Notice and intimating dates and time of commencement and closing of E-voting have been published in English language in the newspaper Business Standard dated 25.11. 2014 and in Gujarati language in the news paper Loksatta dated 25.11. 2014.





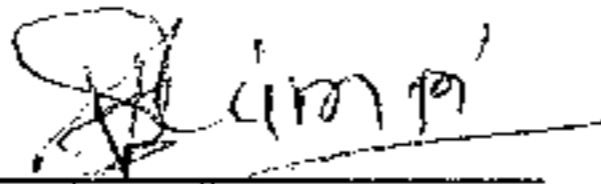
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- B. The e-voting period remained open from 10.00 A.M. on 6th Dec. 2014 till 6.00 P. M. on 8th Dec., 2014.
- C. The Members of the Company holding shares as on "Cut-off" date i.e. 7th Nov., 2014 were entitled to the vote on the resolutions as mentioned in the Notice of EOGM of the Company.
- D. The votes cast were unblocked on 11th Dec., 2014 in the presence of 2 witnesses CS Sonal Shimpi and Ms. Hiral Bhatt who are not in employment of the Company. They have signed below to confirm that the e-votes have been unblocked in their presence.


(Sonal Shimpi)


(Hiral Bhatt)

- E. Thereafter, the details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.co.in.

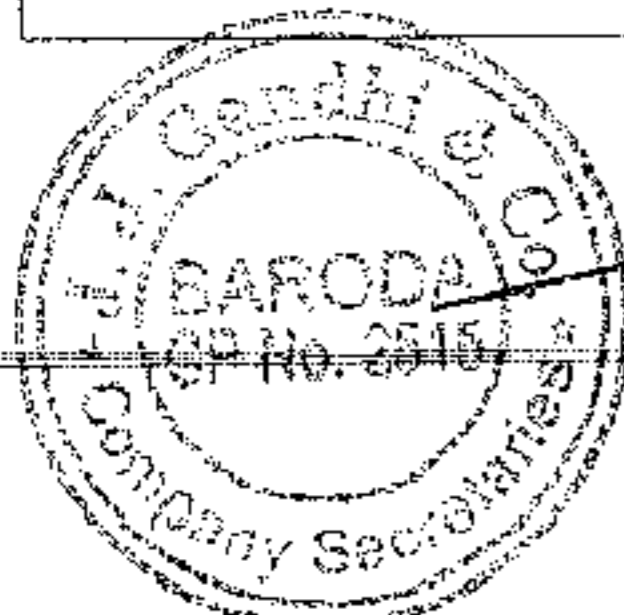
The Result of e-voting are as under;

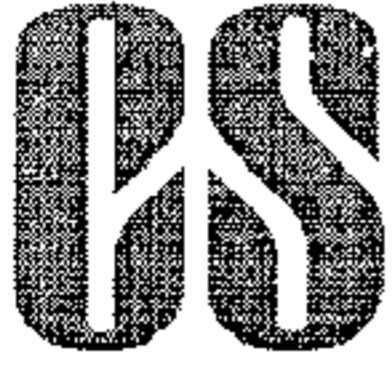
During E-voting process 33 Members holding 1,62,67,210 shares representing 48.11% of the total shares of the Company have cast their votes.

RESOLUTION No. 1 – Special Resolution

Approval of the Members to create, offer, issue and allot up to 14,70,600 (Fourteen Lacs Seventy Thousand Six Hundred) Compulsorily Convertible Warrants on a preferential basis to the Investors with each Warrant Convertible in to one Equity Share of the Company of the face value of Rs. 5/- each at a premium of Rs. 29/- per share so that the total number of Equity Share to be issued by the Company upon conversion of the Warrants does not exceed 14,70,600 Equity Shares.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	33	1,62,67,210	100%
Against the resolution	0	0	0
Invalid votes	0	0	0





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The relevant records relating to E-voting (containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution) and other records will be handed over to the Company Secretary/ authorized person for safe keeping.

Thanking you,

Yours faithfully,

For J J Gandhi & Co.,
Practising Company Secretaries

(J J Gandhi)
Proprietor
CP No – 2515, FCS 3519



Place: Vadodara

Dated: 11th Dec., 2014